> not free to adopt the . . . approach advanced by some municipalities that local franchising authorities, as opposed to the FCC, formally review and adjudicate cable programming service complaints and enforce these decisions in the first instance. In contrast to the statutory provisions governing regulation of basic service tier rates, which explicitly provide for formal review and enforcement by local franchise authorities in certain circumstances, the statute does not provide for a formal role for franchising authorities with respect to cable programming service complaints. Moreover, . . . absent specific authority to delegate our adjuducatory and enforcement powers we are unable to delegate such powers to the local franchising authorities in the cable programming context. Report and Order and Further Notice of Proposed Rulemaking, FCC 93-177, MM Docket No. 92-266, ¶ 350 (rel. May 3, 1993).

Not only is the FCC's delegation of jurisdiction over à la carte decisions to franchise authorities inconsistent with the statute, but it will produce unnecessary and prohibitive costs for cable operators -- a further disincentive to add new networks on an à la carte basis. It will also result in widespread uncertainty about à la carte packaging. Even if the Commission clarifies its à la carte guidelines, local decisions on à la carte issues will necessarily be inconsistent. Ultimately, franchise decisions will be appealed to the FCC. With the likelihood of delay by franchise authorities in making decisions, followed by lengthy appeal periods, cable operators will not be certain which of their rates are regulated and which are not. This prolonged period of uncertainty will deter operators from adding any channels to their à la carte packages, or even establishing such packages in the first instance. Such a policy undermines the need for certainty and for flexibility. 38/

38/ The Commission has attempted to preempt complaints about this delegation of authority by clarifying that local rulings will only be made "for the purposes of determining how many regulated channels a cable system is offering" and has noted that such decisions "may be appealed to the Commission." *See* Public Notice, Mim. No. 42927 (May 6, 1994) (Question 24). However, the Commission has ruled that in any appeal of an à la carte ruling, it will defer to the local authority's factual findings. Second Order on Reconsideration at ¶ 100. The practical effect is that local decisions

[Footnote continued]

III. METHODS FOR PASSING THROUGH COSTS OF SYSTEM UPGRADES MUST BE ESTABLISHED EXPEDITIOUSLY TO PROMOTE INCREASED CHANNEL CAPACITY

The current rules governing upgrades are unclear, providing that the cost of "significant upgrades" may be recovered through abbreviated cost-of-service procedures, while the costs of "normal improvements and expansions of service" are passed through to subscribers based on calculations in FCC Form 1210. *See* Cost-of-Service Order at ¶ 287. The procedures for passing through to subscribers the costs of "significant upgrades" have not been fully articulated. And, the FCC has not yet released a form for the abbreviated cost-of-service analysis. To add to the uncertainty in this area, the FCC has indicated that it will require operators to demonstrate that "the capital investment actually will benefit subscribers," id., and that "frivolous or inefficiently incurred costs" will be deducted from the amount of any pass-through. Id. at ¶ 288. There is no guidance in the text regarding the characteristics of an upgrade that will be deemed to benefit subscribers, nor is there any indication regarding costs that will be considered frivolous. This uncertainty jeopardizes all upgrades. Investment in the technology required to deploy the Information Superhighway will be put on hold until clear, complete rules are in place to ensure that all capital costs for a system upgrade will be recoverable.

To minimize this uncertainty in the short term, the Commission should permit certain capital upgrade expenditures to be passed through as external costs. The Commission previously has rejected this approach. 39/ However, to hold that the

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[Footnote continued]

will be binding in most cases, and will substantially delay final decisions on system tiering. This defeats the goal of achieving certainty.

39/ *See* Rate Order ¶ 256 n. 608; Second Report on Reconsideration at ¶ 243 n. 340.

only way to recover the capital cost of an upgrade is through the as yet unspecified and uncertain "streamlined" cost-of-service proceeding will delay necessary investments. The Commission noted, that "[b]y creating an uncertain environment, unstable or ever-changing regulations can discourage investment." Second Report on Reconsideration at ¶ 66. The Commission could reduce uncertainty by allowing upgrades to be treated as external costs, particularly where increased channel capacity is required or agreed to by local franchising authorities. This would be similar to the treatment currently accorded to increases in costs related to public, educational and governmental access requirements. 40/ Although the Commission must clarify its cost-of-service requirements governing upgrades, allowing external cost treatment for certain expenses would provide immediate relief in this area. Until the Commission is willing to issue such a ruling, meeting the congressional goal of expanding channel capacity will be frustrated by FCC rules.

IV. CONCLUSION

The FCC must revise its rules expeditiously to provide for additional incentives for cable operators to add new programming, consistent with the statutory goal of promoting diversity in programming. Without additional incentives, the growth of new networks will be arrested. At the same time, the Commission must eliminate disincentives created by the rules for the addition of new channels to a system. The notion that a complaint with respect to a rate increase opens up an operator's entire tier rate structure to scrutiny will prevent cable operators from adding any channels to their

40/ The Commission treats costs associated with PEG requirements, including capital costs, as external costs that can be passed through to subscribers. Where costs are substantial, the franchising authority may require that the expenses be amortized over a longer term period. *See* Public Notice, Mim. No. 42927 (May 6, 1994) (Question 12).

systems for the foreseeable future. Similarly, the 7.5 percent markdown for deleted programming will discourage the addition of new networks, particularly punishing new, low-priced networks while bolstering the position of existing, entrenched services. À la carte guidelines must be revised to afford operators flexibility to create attractive packages that will ensure maximum exposure to viewers for both existing and new services. Finally, in view of the current shortage of available channel capacity for new services, it is critical that the FCC develop quickly clear rules that provide for full cost recovery, plus a reasonable profit, for upgrades required to increase channel capacity.

In view of the foregoing, Programming Providers respectfully request that the Commission adopt rules consistent with these comments to provide adequate incentives for operators to add new channels of programming to their systems.

Respectfully submitted,

OVATION, INC.,
and PBS HORIZONS CABLE NETWORK

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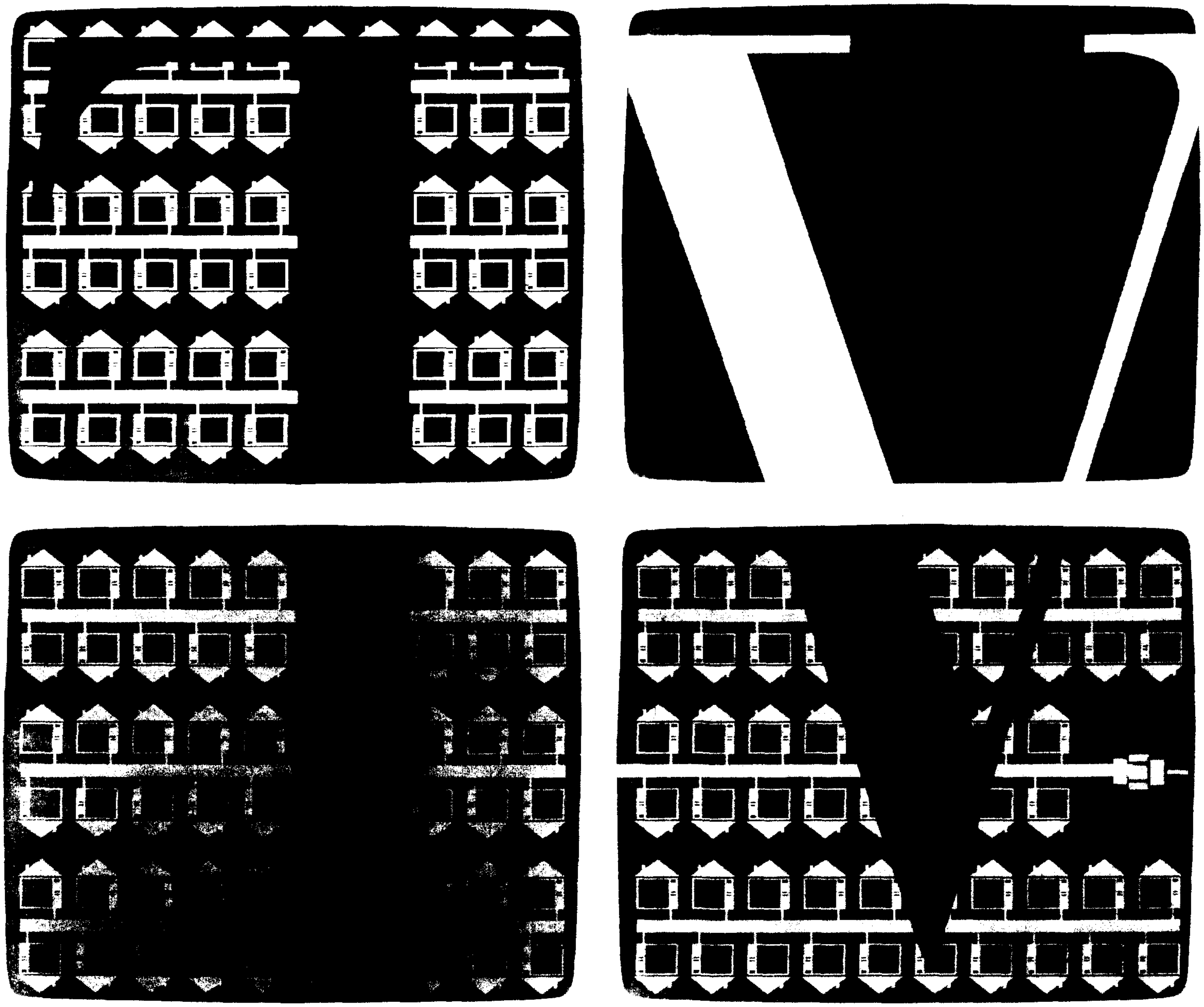
Dated: May 16, 1994

EXHIBIT 1

ON AIR



Cable
Television
1993-94

ON AIR

SAATCHI & SAATCHI ADVERTISING

Cable Television 1993-94

Written by Erica Gruen
April 1, 1994

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and Bess Athas

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ONE

Introduction

Cablevision Magazine called it "a transition year — possibly the most important transition year in cable history."

Cable analyst Paul Kagan said "[it] may go down as cable's 'annus horribilis.'"

It was "probably the most tense period in the history of the cable TV industry," according to Electronic Media.

"It" was the past broadcast year, 1992-93: indeed, at once the most exciting and the most unsettling year ever in cable TV

First, The Good News

On one hand, the past year saw many of cable's promises become more tangible.

Mind-bending technological breakthroughs, and the election of a techno-friendly president, have fueled visions of the "information superhighway" with 500, 1000, and even 1500 channels, offering exactly what viewers want to watch, exactly when and how they want it.

Alliances between the largest cable and telephone companies formed to build that highway, and new digital, interactive devices clamored to race down it, capable of delivering everything from a hit movie to a pizza. Meanwhile, more than 50 new plain-old-cable services also announced their plans to fill up the suddenly available new channels. And, as the fight for movie/TV/book/sports-giant Paramount has made abundantly clear, everyone woke up to the real value of entertainment and publishing rights.

Digital technologies also promised to greatly alter, if not revolutionize, the selling and delivery of products and services. Retailers and cataloguers have already gone Hollywood (literally, in the case of QVC's Barry Diller) in order to lure a new generation of viewers to shop from home. But advertisers began to understand that interactive advertising could also motivate buyers, and target those most likely to be motivated, in dynamic and precise new ways.

But Behind Every Silver Lining...

But at the same time that these wonders made cable spirits soar, that 1992 Cable Consumer and Protection Act soured them. This bill, which re-regulated the cable industry, cut operators' revenues as they face bills for new plant upgrades for the vaunted superhighway and for a host of new *broadcast*-owned cable networks, as well.

Re-regulation wasn't good for cable networks, either. Since channels sold as add-ons to basic service ("à la carte") are not rate-regulated, operators can now make subscribers pay more for some channels. All of which, of course, can cut into those networks' distribution and viewing bases and diminish advertising value. Those networks at risk are both those with the highest-value brand names (because those are the ones subscribers would be more willing to pay for), and those with specific niches (because those are the ones operators think expendable).

Quality Cable Programming: An Endangered Species?

Changing regulations, 500 channels, dazzling technologies: In this confusing swirl of events, it's sometimes difficult indeed to avoid being seduced away from what actually affects our business today.

It seems to us that, first and foremost, we need to keep our eye on the advertising-supported cable networks and their continued ability to survive and to deliver audiences. In that regard, we need to remember that cable programming cannot long remain untouched by the new regulatory and financial restrictions that cable operators now bear.

In short: as each individual cable network's distribution and revenues are threatened over the next few years, so may each network's share of viewing audiences.

Recall that, in the mid-'80s and early '90s, basic cable networks grew swiftly, powered by the huge fee increases that the deregulating Cable Act of 1984 allowed cable operators to charge subscribers. These networks spent their new monies lavishly on original series and movies, expensive off-network programs, and sports rights, not to mention entirely new networks. The payoff: total viewing shares to cable zoomed, almost tripling in the 10-year period.

But, with re-regulation, cable operators have turned miserly. Just the talk of tiering — making subscribers pay extra for certain advertiser-supported networks and thereby slashing those networks' reach — reveals cable operators' shortsighted approach to serving consumers and advertisers.

Then, too, each existing network will compete for viewers with the many new networks set to launch or be multiplexed. Each advertising dollar will become precious.

Pulling back on program expenditures won't affect cable, or advertisers, right away. But, over time, it could well create a downward spiral — less money to spend, weaker programs, smaller audiences, less advertising money, less money to spend — that some traditional basic cable networks are unprepared for.

Preserving Cable Audiences

No doubt cable viewing shares, *as a whole*, could well increase going forward. But a shakeout among individual cable networks seems likely, reminiscent of the early '80s, that will catch short the networks who are addicted to automatic yearly increases in subscriber fees, subscriber distribution, and audiences. Especially vulnerable will be the small and medium-sized networks with 10-30 million subscribers.

The way out presupposes a business strategy with many revenue streams: sales to home video, international markets and other entertainment business in magazines, movies, even radio. Multiplexing — as MTV has done with MTV Latino, ESPN with ESPN 2, and The Family Channel with the Cable Health Club — will be key. Cable networks with fingers in many pies will fare the best.

Cable networks that don't prepare will, we feel, find it increasingly difficult to compete for viewers and advertising dollars, because advertisers will go where the viewers go and viewers will always go where the programming goes. People don't watch "cable" any more than they watch "broadcast."

Surviving The Shakeout

Certainly there are some bright spots but perhaps, for some, not bright enough, fast enough.

In the long term, networks' distribution problems will evaporate: there will be more than enough room on cable for everyone and, as wireless digital and DBS get real and telephone companies build competitive TV systems, more homes than ever will be multichannel ones.

But even the most optimistic estimates predict only 20 million homes (roughly 15% U.S.) with 150+ channels in the next five years. "The long term" may be long, indeed.

INTRODUCTION

In our opinion, viewing diversity favors advertisers by creating better rates and better targeting. So advertisers have great options, and still greater ones to come, *if* cable networks prosper.

In the very long run — say five years from now — we may have the beginnings of real audience deliveries from advertising-supported pay-per-view, or video on demand, or interactive services. But networks with pre-set programming schedules, including cable networks, will still dominate viewers' time and advertisers' dollars for a long time to come.

With all this in mind, this year promises to be, if not another "annus horribilus," at least certainly the one to watch.

TWO

LOOKING BACK

Programming Highlights

Advertiser-supported cable networks made significant contributions to television in 1992-93:

- **In the 1992 Presidential election, it was cable that delivered the gavel-to-gavel convention coverage and newsmaking personality interviews.** Cable networks provided important new venues for the candidates, and information, high drama and even a few laughs for voters. For starters, Larry King's nightly interview show on CNN instantly became the place to see and be seen after Ross Perot announced his candidacy there.

  Other networks also made valuable and entertaining contributions: MTV's "Choose or Lose" on-air and on-campus campaign was credited with registering thousands of new young adult voters and perhaps changing the fortunes of Bill Clinton's candidacy; C-SPAN's nonstop, deadpan, television-verité style revealed fascinating, not-seen-elsewhere tidbits; and Comedy Central's hilarious "InDecision '92" series exploited the comic potential of the entire process.

- **The 1992 Summer Olympics presented a historic first — and maybe last — as many of the competitions appeared on pay-per-view.** One of the biggest marketing snafus of any industry ever, the "TripleCast" (as the $125 package of events was named) was an enlightening, if not chastening, experiment for the cable industry. Don't expect a repeat for the 1996 Atlanta games, but pay-per-view Olympics will undoubtedly come our way again with cheaper technology and more addressable homes.

- **Broadcasters strengthened, or even created, their role in cable by starting new networks.** Trading new channels for cash in retransmission deals with cable operators last summer, broadcasters ABC, NBC, Fox, Tribune and Scripps created and launched (respectively): ESPN 2, America's Talking, FX, TV Food Network, and The House and Garden Channel. The new channels will, hopefully, provide a sorely-needed new revenue stream while improving the operators' product offerings.

- **Local cable news channels took a great leap forward in the First and Second Cities** with the September, 1992, launch of Time Warner's NY1 in New York City and the January, 1993, debut of Tribune's Chicagoland. For now, viewers and advertisers seem only cautiously interested. But broadcasters obviously see economic sense in multiplexing their news divisions onto separate, 24-hour cable channels, making this a trend to track.

Looking Back

- **Regional sports networks got stronger** when SportsChannel America and Prime Network finally completed their much-anticipated merger. The combined networks are expected to give ESPN stiff competition in the future.

- **Formerly-frumpy home shopping became improbably glamorous** when Barry Diller invested $25 million in QVC (a non-advertising supported cable channel), going partners with cable MSOs TCI and Comcast. Later in the year, QVC proposed buying rival Home Shopping Network, and then, of course, trumped that with a run at Paramount.

- **Cable greatly strengthened its place in kid viewing,** with Nickelodeon, USA, and The Family Channel all creating new kid programming and reaping improved viewership. Of particular note was the debut of "SNICK," Nickelodeon's Saturday night line-up for kids. An immediate hit, it beat Fox in that time period among kids 6 to 11 six months after launch.

- **While original cable programs remained critical favorites, cable viewers most often turned their dials to old movies, sports, and network reruns.** These long-standing winners, particularly on USA and TBS, consistently garnered 12 or so of the top 15 ratings slots in cable every week. In fact, USA's "Murder, She Wrote" reruns are a ratings phenom on cable, making Angela Lansbury almost as much of a cable personality as Larry King. Frustrating to cable programmers, perhaps, but sometimes it seems cable works best as a second stage for someone else's bright ideas.

- **Then again, "niche" networks and new networks found new ways to attract the viewers that advertisers want most.** Every year, cable networks find new talent and new programs that become instant hits with kids, teens, or young adults and, by extension, with advertisers — even if the household ratings are small.

Our personal picks on this year's lengthy list of breakout personalities and hits include Greg Kinnear ("Talk Soup" — E!), Mo Gaffney ("Women Aloud" — Comedy Central), Beavis and Butt-head ("Beavis and Butt-head" — MTV), Al Franken ("InDecision '92" — Comedy Central), Suzy Kolber ("Sportsnight" — ESPN 2), the animated "Peter Rabbit" (The Family Channel), "Brides of Christ" (A&E), MTV's "Unplugged" series, E!'s live Academy Awards coverage, C-SPAN's "Vietnam Revisited," the aforementioned SNICK, and the entire Cartoon Network.

THREE

Planning/Buying Developments

- **Basic cable penetration continued to grow.** Sixty-five percent (65%) of U.S. TV households now subscribe to cable. A&E, TNN, The Family Channel, MTV, and Lifetime passed the 60% penetration mark in the past season and two more, CNBC and VH-1, reached 50%. In total, 19 cable networks in this report are now available in over half of the TV homes in the country

- **But some basic networks are actually losing subscribers.** Due to tiering, certain networks are, for the first time, suffering coverage losses: MTV, The Family Channel, and Nostalgia all lost a full percentage point from 1st to 2nd Quarter, 1993, for example. Further, continued à la carteing may make coverage loss even more commonplace. While the networks are vigorously protesting and penalizing operators' tiering practices, and MTV has even brought a legal suit in one case, most networks are vulnerable to some extent. As we continue to monitor audience deliveries, we are also revisiting projected subscriber bases in all cable buys.

Planning/Buying Developments

- **Basic cable viewership as an aggregate grew to 36% of total-day viewing in cable households in the first 3 quarters of 1993, an increase of 3% over the same period in 1992.** By comparison, the four networks (ABC, CBS, NBC, and Fox) garnered only 53% in cable households, a loss of 2% in the same period.

- **While some niche networks enjoyed appreciable ratings upticks, most stayed even with last year.** On a total-day basis, most of the large, basic networks had the same ratings as a year ago. However, A&E, BET, Country Music TV, CNBC, and The Learning Channel were among the niche networks whose ratings grew in this same period, no doubt linked to each network's expanded and improved programming lineup. Among the few ratings losers were CNN and MTV

- **"Uploading," the procedure whereby cable schedules are provided on diskette by the cable networks for automated entry into our buy programs, is now widely accepted as a necessary part of doing business.** This advance has saved countless hours of manual input of cable schedules, which often contain hundreds of spots.

- **Measurement of local cable audiences is now the new focus, as more advertisers look to use local cable for geographic targeting.** Although local cable sellers suffered a blow with the recent announcement by Arbitron that it is opting out of the local measurement business, look for Nielsen to pick up the slack fairly quickly. Local systems are becoming increasingly sophisticated in their use of qualitative data such as Claritas and Scarborough (one of the special studies Arbitron will continue to produce) to present favorable socioeconomic data on their audiences in an effort to justify their generally higher CPMS.

FOUR

Looking Ahead

Summing up the new season in cable before us:

- **This year, basic cable networks are sticking to programming that works:** a wide variety of original productions, popular off-network shows, vintage series, and movies both old and new. These will include documentaries, talk shows, reality shows, acquired and made-for movies, sitcoms, dramas, and comedy, with heavy doses of news, sports, and music videos. According to the CAB, basic cable networks are expected to spend an estimated $7.3 billion on such programs over the next two years.

- **Cable operators are tightening their belts, though, and programmers will inevitably feel the pinch.** The time when cable networks could blithely count on an ever-growing supply of subscribers, viewers, and advertising money is clearly over for now.

The fact is that cable's vaunted dual-revenue stream is not flowing quite so freely anymore. Cable operators, faced with the double whammy of new rate regulations and expensive equipment upgrades, are getting tough on networks' rate increases, meaning flattening and even declining subscriber revenue.

At the same time, cable networks have more competition and could even lose penetration if tiered or dropped altogether in favor of must-carries: all scenarios that spell less advertising revenue.

As networks feel the squeeze on both ends, so will programming budgets. Although this season's slates seem assured, we expect more modest ones in 1994-95 and for at least the next few years beyond.

- **More networks will announce more multiplexed versions just to stay even.** As revenues — and profits — slow, networks will look to create more "shelf space." A&E announced its new History Channel, ESPN has its ESPN 2, The Family Network has started Cable Health Club (and, later, The Games Channel) and Turner is launching two new channels (a U.S. version of CNN International and Turner Classic Movies). We are sure that others will follow their lead.

- **More networks will also merchandise and license more aggressively.** To survive the coming revenue plateau, basic cable networks will explore selling their programs elsewhere, especially internationally, and develop ancillary businesses in magazines, home video, etc. wherever possible.

- **Despite all the announcements, many of the proposed startup networks will find the going rough.** Over 50 basic, pay, mini-pay, and interactive services were announced last spring. But digital converters — which make the 500 channels possible — are going to be rolled out slowly and, in the meantime, channel capacity is tighter than ever. In addition, operators now presumably must place some priority on the slew of new networks listed earlier that were created as part of retransmission-consent deals.

However, while it certainly doesn't seem like the best time to launch a new channel, those that are offered free to the operators, that serve a new, well-defined target, and that can, above all, simply hang in there, may be able to get a toehold for the future. At the end of this document, we offer previews of those with the most promise.

- **Cable operators and telephone companies will rush to test large-capacity systems.** Interactivity and digital services will, according to the prevailing theory, dominate the 500-channel world. Time Warner/US West and Viacom/AT&T will both begin building and testing such 500-channel systems later this year and other MSOs, including TCI and Continental, are also actively testing. Bell Atlantic is a telco forerunner in building and testing a large-capacity TV system, but most of the Regional Bells have announced similar ones. No question: These technologies have the potential to change TV viewing, if someone can just figure out what consumers will actually watch and pay for.

And scanning the more distant, but perhaps more dazzling, horizon:

- **Lots of channels across America — yes, but, like the old standard puts it, "who knows where or when."** Estimates on how many homes will really have access to 500 channels by the year 2000 range anywhere from 4% to 40%. Analyst Paul Kagan has estimated 30% penetration of cable homes, or about 20 million digital converters installed, by 1996 or 1997, but we suspect that rollout could be slowed considerably depending on the outcome of current consumer trials, the progress of the telco/cable marriages, and the slowdown of industry high-tech spending.

- **It's a brighter picture for cable programmers, since eventually virtually all homes will be multichannel ones.** Cable networks will expand distribution from the current 65% of U.S. homes that have cable, to homes served by the telephone companies, wireless or DBS — or just about everyone. This will help kick off a new age of prosperity for those cable networks that can survive the next few tough years (the software guys), but will undoubtedly mean stiffer competition — and tighter margins — for cable operators and telcos (the hardware guys).

In fact, by the end of the decade, "cable" may be only a generic term for multichannel TV, delivered to the home either by wireless, coaxial cable, fiber optic cable, or satellite dishes, and "channel" only a metaphor for information capacity.

But make no mistake: The next few years will be real nail-biters for basic networks who must stay the course until this multichannel vision comes true.

- **The major consumer benefit of 500 channels will be easier timeshifting of what's already on.** Our best guess is that there will be few new, truly discrete, 24-hour networks, banking from home, or pizza-ordering. None of these concepts, it seems to us, will be able to survive the inevitabilities of tiny distribution, tinier audiences, and fixed (expensive) programming costs.

Instead, most of these 500 channels will be devoted to pay-per-view, or near video on demand, for what people repeatedly demonstrate that they really want: cheap, convenient movies, sports, and popular TV shows. In fact, the most appealing feature of all the new TV technology we've seen is the gizmo that automatically programs your VCR.

In other words, more channel capacity will primarily result in more convenient and more controllable TV watching, not necessarily more "concepts."

However, until real 500-channel systems are installed, and consumers start to receive real bills, no one can say with confidence what viewers will really pay for. Some analysts estimate that consumers will have to spend $20 a month for these services — on top of the $40-50 a month that addressable homes already typically pay for cable — for cable operators to break even on digital converters.

- **Consumers may also be able to pick and choose the cable channels they want to subscribe to.** Technically, it's already possible for consumers to pick smaller packages of channels, or even structure their own individualized packages — known in the industry as "à la carte" or tiering. The trend has been accelerated by cable reregulation, which forces operators to hold prices steady on basic but allows them to freely raise prices on tiers.

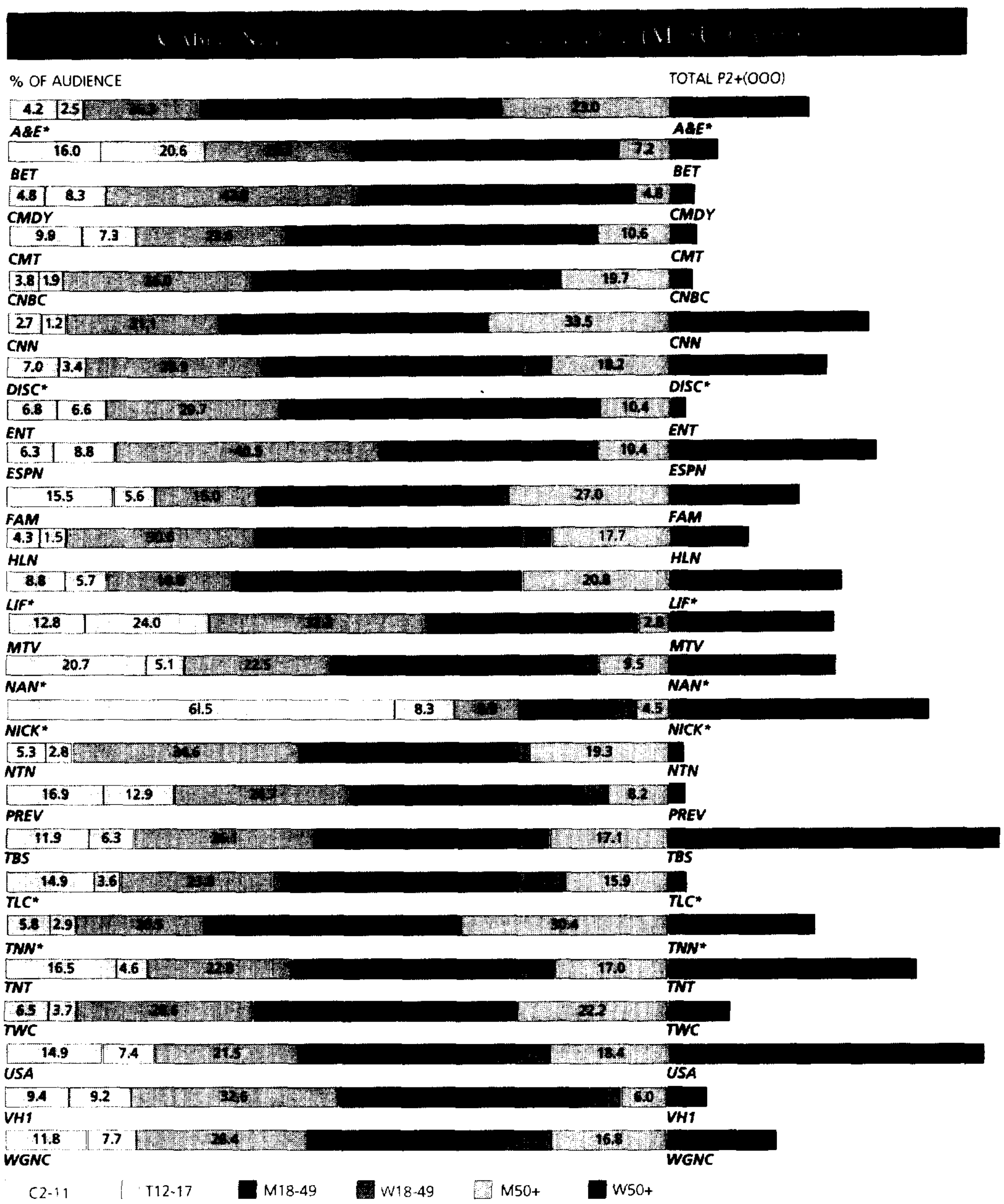
But it's very expensive for the operators to do this right now and so it's not yet a practical idea. New technologies may ultimately bring the costs down, of course, but for now it remains unlikely.

- **Clearly cable, telcos, broadcasters, computer manufacturers, publishers and programmers will be intertwined as never before as rivals and partners.** New technologies and new alliances will alter the television landscape in unprecedented, and still largely unknowable, ways.

FIVE

The Cable Networks: A Closer Look at Viewership

Our third year of producing this viewership chart has shown us that the audience appeal of each cable network is fairly static, with the greatest shifts in composition occurring among the smallest or newest networks, which may still be expanding and finding their audiences. Not surprisingly, the networks with the least number of total viewers often have audiences that are concentrated within a limited demographic range.



* Times: A&E: M-Su 8A-4A; DISC: M-Su 9A-3A; LIF: M-Sa 7:30A-1:30A; NAN: M-Su 8P-6A; NICK: M-Su 6A-8P; TLC: M-F 6A-3A, Sa/Su, 9A-3A, TNN: M-Su 9A-3A

Source: NHI Cable Audience Composition Report, Second Quarter, 1993

SIX

The Cable Networks at a Glance

[illegible] Networks at a Glance

NETWORK	OWNERSHIP	SUBSCRIBERS*	PROGRAMMING
Arts & Entertainment	Hearst/CapCities ABC/NBC	56.4MM	Performing arts, comedy & variety
Black Entertainment Television	R. Johnson/TCI/Taft/Great American Broadcasting	35.8MM	Broad-based black oriented
Box, The	TCI/SI Newhouse	14.0MM	Interactive all-music
Bravo	Rainbow Prog. Holdings	10.5MM	Broad-based culture oriented
C-SPAN/C-SPAN II	Nonprofit co-op	59.3MM	Live House & Senate proceedings
CNBC	NBC	48.5MM	Business & consumer news
Cable Health Club, The	International Family Ent.	3.5MM	Exercise/health
Cable News Network	Turner/cable operators	61.0MM	All news
Cable News Headline	Turner/cable operators	51.6MM	All news
Cartoon Network	Turner/cable operators	5.9MM	All cartoons
Comedy Central	HBO/Viacom	28.1MM	Comedy
Country Music Television	Group W/Opryland USA	19.7MM	Country music videos
Courtroom TV	American Lawyer/Time Warner/Cablevision	10.7MM	Live courtroom coverage, analysis
Discovery Channel	Cable operators/upper mngmt.	59.2MM	Documentaries
E! TV	Time Warner	22.0MM	Entertainment news
ESPN	CapCities ABC/Hearst	61.1MM	All sports
ESPN 2	CapCities ABC/Hearst	9.5MM	All sports for 18-34
Family Channel, The	International Family Entertainment	57.3MM	General interest
Galavision	Televisa, Inc.	4.3MM	Spanish-language programs
Learning Channel, The	Cable operators/upper mngmt.	20.0MM	Educational
Lifetime	Hearst/ABC/Viacom	56.8MM	Women's lifestyle
MTV: Music TV	Viacom	56.6MM	Rock videos
Mind Extension University	Jones, Int'l, Ltd.	23.2MM	Programming for undergraduate and graduate education
Nashville Network	Gaylord Broadcasting	57.3MM	Country music
Nick at Nite	Viacom	58.5MM	All-family
Nickelodeon	Viacom	58.5MM	Children's programming
Nostalgia Channel	The Nostalgia Network	14.7MM	Adults 45+
Prime SportsChannel	NBC/Cablevision/Liberty	38.9MM	Local/national sports
Sci-Fi Network	USA Networks (MCA/Paramount)	11.0MM	Science fiction
TBS	Turner/cable operators	60.0MM	All-family, children's, sports
TV Food Network	Colony Cable Networks/ other MSOs	6.0MM	Food & food-related programs
Travel Channel, The	Landmark Communications	17.5MM	Travel information

THE CABLE NETWORKS: AT A GLANCE

[illegible]

NETWORK	OWNERSHIP	SUBSCRIBERS*	PROGRAMMING
Turner Network Television	Turner/cable operators	58.9MM	Broad-based family entertainment
USA Network	MCA/Paramount	60.1MM	Women's, children's, sports and young-adult programming
VH-1	Viacom	47.0MM	Adult/contemporary music videos
WGN-TV	Tribune	38.1MM	Independent station
Weather Channel, The	Landmark Communications	53.5MM	All weather

*Source: Subscriber counts as of July, 1993, Paul Kagan Associates, Inc., Carmel, CA. Network estimates for The Cable Health Club, ESPN 2, Prime SportsChannel, and TV Food Network.

SEVEN

DESCRIPTION OF CABLE NETWORKS

A note to the reader:
In this section we include a network profile and a statement on research. In most cases, the network profile is based on Nielsen's Cable National Audience Demographic report (CNAD), which provides quarterly market section information (e.g., geography, income, presence of non-adults) by network for broad dayparts only.

Program level information is reported for most networks on a monthly household and quarterly age/sex demographic and market section basis. Where available information for a network differs from these standard Nielsen reports, especially for networks that are still evolving, we have noted those deviations.

ARTS & ENTERTAINMENT (A&E)

DESCRIPTION: Drama, comedy, performing arts and documentaries.
LAUNCH DATE: February 1984.
OWNERSHIP: Hearst/Cap Cities ABC/NBC.
DISTRIBUTION: Galaxy V; 56.4MM subscribers, or 61% of U.S. TV households; 8% growth vs. '91/'92.
PROGRAMMING: Continuing its mission to be a haven of stability in the often tumultuous cable world, sixteen of A&E's twenty series from last season returned last fall — a far stronger record than the broadcast networks' high-profile primetime schedules.

A&E has also invested in several new original series and specials on tap for this season. Chief among these is "The Civil War Journal," a series that, much like PBS's "The Civil War," will combine newspaper accounts with interviews and diary excerpts. It is narrated by actor Danny Glover. This will be followed in the second half of 1994 by "The American Revolution."

Opening the network's new fall season was the debut of "Ancient Mysteries," a showcase for specials exploring ageless legends whose first installment, "The Face of Tutankhamun," was the network's most-watched show ever.

A&E also expands its successful mystery franchise with "The A&E Mystery Movie" and the four-hour miniseries, "Framed," and fills the comedic void left by the departure of "The Best of David Letterman" with "Comedy on the Road."

Original specials last fall included "Trophy Kills: America's Poacher Wars," *Arts & Entertainment (A&E)*

the six-part "Dogs," and a drama, "Harnessing Peacocks."
Network Profile: Professional/managerial, college-educated adults 25+, residing in urban/suburban areas (particularly in the Northeast), with a household income over $50,000.
Commercial Format: 8 national, 2 local minutes/hour; :15-:120.
Cost/Efficiency: Guaranteed, below network CPMs.
Audience Measurement: Reported quarterly on household, age-sex, and NAD demographic breaks.
S&SA Opinion: A&E's ongoing investment in original programming should, despite the threatened increase in viewing options, help keep it in the forefront of upscale adults' cable viewing habits, making it an essential consideration for buys targeted to this group.

Black Entertainment Television (BET)

Description: Programming for black audiences featuring entertainment, videos, sports, and news.
Launch Date: August 1982.
Ownership: Robert Johnson/TeleCommunications Inc./Great American Broadcasting.
Distribution: Satcom IR; 35.8MM subscribers, or 38% of U.S. TV households; 13% growth vs. '91/'92.
Programming: BET has aggressively pursued its stated intention of becoming a multimedia entertainment empire, beginning with last year's acquisition of two black consumer magazines, *Emerge and YSB*.

Its latest venture is the purchase of a controlling stake in Action Pay-Per-View. A fledgling service with slightly more than 5 million subscribers, Action's roster of male-appeal action fare will be augmented by more urban-oriented, though not necessarily *black*-oriented, titles under BET's stewardship. While relying on existing films and series, BET will work on creating original features for BET/Action that will eventually surface on the network's flagship basic cable service.

BET also has announced its intention to launch a 24-hour, advertiser-supported, jazz music à la carte network next fall, called BET On Jazz. Program development and acquisition for BET Cable, meanwhile, continue at a gradual pace. The network is adding a new entry to its sizable music video line-up, "Caribbean Sound," and is debuting its long-promised original game shows, "Love Between the Sexes," a match-making game, and "Triple Threat," a music trivia game. Ahmad Rashad hosts a new male-targeted entry, "NBA Off the Court," combining footage and interviews to profile the lives of basketball stars. On the acquisition front, BET airs "Out All Night," an off-NBC comedy from last year's schedule, and digs deeper into the network and syndication archives for two more comedies, "What's Happening" and its spin-off, "What's Happening Now."

In an effort to expand subscribership and create a demand for its service, BET will stage a tractor-trailer promotional tour targeting high-profile events like the NBA All-Star Game.
Network Profile: Viewers 12-54 with a pronounced female skew and a heavy concentration of teens, residing in urban/suburban areas of the Southern and Eastern regions.
Commercial Format: 8 national, 2 local minutes/hour; :10-:120.
Cost/Efficiency: Guaranteed, well below network CPMs.
Audience Measurement: Reported quarterly on household, age-sex, and NAD demographic breaks.
S&SA Opinion: BET is cable's essential tool for tapping into the well-documented purchasing power of black consumers.

The Box

Description: Twenty-four hour music videos, programmed by viewers.
Launch Date: 1987; Ad-supported since 1991.
Ownership: TCI Communications/ SI Newhouse.
Distribution: Integrated locally; 14.0MM subscribers, or 15% of U.S. TV households.
Programming: The Box, one of the more recent additions to advertiser-supported cable, puts a twist on music-video programming, offering viewers the chance to be their own programmers. This twenty-four hour, interactive, all-music television is free to watch but costs money to play The viewer can choose from over 700 music videos by calling a 900 number, which is automatically placed on the monthly phone bill. The Box believes there is less zipping through channels because viewers wait and watch for their selections to be played.
Network Profile: N/A
Commercial Format: 6 national, no local minutes/hour; :10-:120.
Cost/Efficiency: Low out-of-pocket cost.
Research: N/A
S&SA Opinion: Without any viewership data, The Box could be considered for tactical teen creative and promotions in very specific categories.

Bravo

Description: American independent and international films, performing arts specials, profiles, interview programs, and musical and cultural specials.
Launch Date: December 1980.
Ownership: Rainbow Programming Holdings, Inc.
Distribution: Satcom C4; 10.5MM subscribers, or 11% of U.S. TV households. Hours: 8:00 p.m.-6:00 a.m. (ET) weeknights, 5:00 p.m.-6:00 a.m. weekends; expects to go full-time in early 1994.
Programming: The self-proclaimed "Culture Channel," Bravo has spent its first 13 years establishing its niche as a part-time outlet for foreign and domestic "art films," critically acclaimed BBC dramas, performance series such as "Jazzfest," and profiles of art world personalities.

Bravo is striving to retain and expand its highbrow appeal as cable audiences are becoming less upscale in general. With the coming explosion in channel capacity, Bravo becomes a full 24-hour service this season. Much of the additional time will be filled with repeat airings of existing features, but Bravo also intends to become more dayparted, scheduling female-appeal programming in daytime such as "Women in Film," an educational afternoon series called "Culture in the Classroom," and a children's show in early fringe, "Opening Shot." Another fairly recent addition is "Too Good for TV," its showcase for former broadcast series that so far includes "Twin Peaks" and its most recent acquisition, "Max Headroom."
Network Profile: N/A.
Commercial Format: Available for corporate sponsorship only; no in-program commercials. Sponsor IDs are incorporated into :05-:15 animated videos opening each sponsored series, followed by a :60 commercial spot and a billboard up to :15 in length. Program then airs uninterrupted, followed by another :60 spot and :15 sponsor billboard.
Cost/Efficiency: Minimum sponsorship is $300,000 per year.
Research: Bravo has been considering but has no immediate plans to subscribe to Nielsen.
S&SA Opinion: Bravo's uncluttered environment and presumably desirable audience profile make it an attractive option for corporate image campaigns. This current group of sponsors are seemingly less troubled by costs that are high for a subscriber base of only 10 million.

C-SPAN/C-SPAN II (Cable Satellite Public Affairs Network)

Description: Live, gavel-to-gavel coverage of the U.S. Senate and House of Representatives and other public affairs events from around the country and the world.
Launch Date: C-SPAN-1979; C-SPAN II-1986.
Ownership: Private, nonprofit cooperative of the cable television industry
Distribution: Satcom C-3 (C-SPAN), Satcom C-4 (C-SPAN II); 59.3MM subscribers, or 64% of U.S. TV households; 8% growth vs. '91/'92.
Programming: In an era when the quest for high ratings has made much of television news indistinguishable from the staged events and dramatic re-creations of a "reality" series, C-SPAN and C-SPAN II continue their unique form of video verité. Their mission remains to record unfolding news as it happens, without commentary, spin, or editorial bent.

Although C-SPAN came into existence 13 years ago as a forum for the newly allowed taping of Congressional hearings, Congressional action accounts for only about one-tenth of current air time. The remainder is devoted to viewer call-in programs with questions on government, media, and public affairs, as well as televised speeches, panel discussions, and fundraisers that meet the qualifications of civic relevance and national appeal.

Last season's most notable contribution was "Road to the White House," a twice-weekly, 90-minute series that provided more than 1200 hours of coverage of the presidential race, giving air time to even the most provincial campaign stops. Described as "hypnotic tedium," it nonetheless added an element of refreshing realism to the most telegenic campaign in history. In recognition of this invaluable service to the voting public, C-SPAN won both the coveted Golden CableACE award and a Peabody Award last year.
Network Profile: Professional/managerial, college-educated adults 25+, strongly skewed to men, residing primarily in suburban areas of the Northeast and East Central, with household incomes of $50,000+ (SMRB 1992).
Commercial Format: C-SPAN's programming format is non-commercial.
Cost/Efficiency: C-SPAN is available for corporate sponsorships of any amount.
Research: N/A
S&SA Opinion: Far more than just a noble public relations venture of the cable industry, C-SPAN has proven itself the paradigm of what good news reporting can be and continues to deserve special mention, despite its non-commercial format.

Consumer News & Business Channel (CNBC)

Description: Business and consumer news and talk shows.
Launch Date: April 1989. Merged with FNN, May 1991.
Ownership: NBC.
Distribution: Galaxy 5; 48.5MM subscribers, or 52% of U.S. TV households; 9% growth v. '91/'92.
Programming: CNBC programs money and business information and advice. "Business Insiders," "Business Tonight," "Your Portfolio," "Money Talk," and "Steals and Deals" dominate access and primetime during the weekday, along with the half-hour show "Equal Time," hosted by Mary Matalin, former advisor to the Bush campaign, and Jane Wallace, former CBS correspondent. "World Business," "Money Wheel," and "Market Wrap" are CNBC's daytime standards. On Saturday and Sunday evenings a cooperative effort between CNBC and *Inc.* magazine brings "Getting Down To Business," a program aimed toward entrepreneurs and small-business owners, to the screen. Late-night talk continues with "Pozner/Donahue," "Rivera Live," "Al Roker," "The Tom Snyder Show," "Talk Live," and "The Dick

Consumer News & Business Channel (CNBC)

Cavett Show."
Network Profile: Professional/managerial, college-educated men 25+, concentrated in A & B counties of the Southeast and Pacific, with household incomes of $40,000+ (Nielsen Cable NAD, 4th Quarter '92 - 2nd Quarter '93).
Commercial Format: 8 1/2 national, 3 local minutes/hour.
Cost/Efficiency: Guaranteed, well below network CPMs.
Research: Measured quarterly on household, age-sex, and NAD demographics.
S&SA Opinion: Republican strategist Roger Ailes' move into CNBC headquarters as president of the network promises to make CNBC more of a hot ticket for up-to-the-minute information on what's happening in today's business and political fronts.

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The Cable Health Club (CHC)

Description: Exercise and health.
Launch Date: October 4, 1993.
Ownership: International Family Entertainment.
Distribution: Satcom C4; 3.5MM subscribers.
Programming: CHC offers actual exercise workouts, along with more general health and fitness programming. A continuous hour-long programming wheel starts with a 20-minute, uninterrupted aerobics workout with Tamilee Webb ("Buns [etc.] of Steel"); Jake Steinfeld ("Body by Jake") leads another one at half-past. In between, "Healthy Living" and "Fitness Plus" offer up healthy-living tips and fitness products.

CHC is also seen every weekday on The Family Channel from 5:00-7:00 a.m. and from 11:30 a.m.-12 noon, making it one of the first true "multiplexed" channel formats.
Network Profile: N/A
Commercial Format: 10 national, 2 local minutes/hour; :15-:120.
Cost/Efficiency: Low out-of-pocket cost.
Research: CHC has no immediate plans to subscribe to Nielsen.
S&SA Opinion: CHC is featuring one of the most enduringly-popular genres in television and video — exercise workouts — and making it available around the clock. Although it was launched because Family's Game Channel wasn't yet ready, CHC may do just fine on its own.

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Cable News Network (CNN)

Description: Twenty-four-hour network of news, features, and talk shows.
Launch Date: June 1980.
Ownership: Ted Turner/cable operators consortium/others.
Distribution: Galaxy I; 61.0MM subscribers, or 66% of U.S. TV households; 4% growth vs. '91/'92.
Programming: CNN's star continued to ascend this past year. Its latest accomplishment: CNN was credited with popularizing the presidential campaign by making candidates accessible through an ordinary venue, the call-in talk show. When Ross Perot announced his desire to serve the "Amurican" people on "Larry King Live," it started a revolution that culminated in Bill Clinton's nod to pop culture on "Arsenio Hall" — yet another first for the all-news network. Ironically, it was Larry King who again featured Ross Perot on his way down, debating Al Gore on NAFTA last fall.

Lately, CNN's aspirations have gone global. As network news operations continue to close down several of their overseas bureaus, CNN has opened several new ones, in Rio de Janeiro, New Delhi, Oman, and Bangkok. Its latest venture will be a joint broadcast in Russian for a Moscow audience, and perhaps a German-

Cable News Network (CNN)

language program as well. But one of the major criticisms of CNN's international programming is its often heavy emphasis on issues of strictly domestic importance, with no global relevance. With nearly as many subscribers outside the U.S. as inside, CNN has recognized a need to add considerably more regional news. As a result, a major thrust next year will be shifting its international news balance to suit each of its many foreign locales, to 70% regional news, 30% U.S. news.

On the homefront, CNN's one new program is its answer to "60 Minutes," "CNN Presents." The newsmagazine airs Sundays from 9:00 p.m.-10:00 p.m. (an hour after "60 Minutes" ends), and addresses breaking news issues

Network Profile: College-educated, professional/managerial adults 25+, residing in small-sized households in C and D counties with incomes over $50,000 (NHI Cable NAD, 4th Quarter '92-2nd Quarter '93).

Commercial Format: 9 national, 3 local minutes/hour; :10-:120.

Cost/Efficiency: Guaranteed, priced below network news. Business programs command premiums.

Research: Reported monthly on households, and quarterly on age-sex and NAD demographic breaks.

S&SA Opinion: Although premium-priced, CNN remains a necessary consideration for cable plans targeted to upscale adults.

Cable News Network Headline News (HLN)

Description: Companion service to Cable News Network, providing brief news updates.

Launch Date: January 1982.

Ownership: Ted Turner/cable operators consortium/others.

Distribution: Galaxy I; 51.6MM subscribers, or 55% of U.S. TV households; 8% growth vs. '91/'92.

Programming: Headline News delivers information in half-hour cycles that highlight the breaking national and international stories of the day, providing features on sports, entertainment and finance. Each 30-minute network cycle contains four segments: "Top Stories," "Dollars & Sense," "Sports," and "Stars & Styles" (which replaced "Places & Things"). There is also a 5-minute local edition of news inserted by each cable system.

Network Profile: College-educated, professional/managerial adults 25+, residing in small-sized households in B, C and D counties with incomes over $50,000. HLN retains a more male, urban skew than its sister network, CNN (NHI Cable NAD, 4th Quarter '92 - 2nd Quarter '93).

Commercial Format: 10 national, 2 local minutes/hour; :10-:120.

Cost/Efficiency: Guaranteed, priced below network CPMs and generally packaged for sale with CNN.

Research: Reported monthly on households in conjunction with CNN. Household, age-sex, and NAD demographic breaks are reported separately from CNN on a quarterly basis.

S&SA Opinion: Headline News is a strong complement to CNN, increasing both the reach and the efficiency of a CNN plan.

Cartoon Network

Description: All cartoons.

Launch Date: October 1, 1992

Ownership: Ted Turner/cable operators consortium/others.

Distribution: Galaxy 1; 5.9MM subscribers, or 6% of U.S. TV households.

Programming: Celebrating its one-year anniversary, Cartoon has made a strong

Cartoon Network

showing, tieing with USA as #2-rated (in its coverage area) network in total day deliveries in June and July, and tripling its universe from two million to its current six million subscribers.

Cartoon began a big stunts push for the year with August's "Tom & Jerry Marathon" (which averaged a 2.6 household rating), continuing with Labor Day weekend's 24-hour "Huckleberry Hound Labor Day Marathon," and going on to a Thanksgiving weekend marathon (co-programmed with TBS and TNT).

Cartoon is preparing a focus on merchandising possibilities with existing characters and new animated characters currently in development. For example, the network is introducing an interactive character, an orange dog named Moxy, who is a real-time character with the ability to perform live. Voiced by comedian Bobcat Goldthwait, Moxy is "performed" live by an actor hooked up via sensors to a computer. The network debuted Moxy as host of its "Great International Toon-In," a post-Thanksgiving Day cartoon marathon that aired on six Turner networks in the U.S. and abroad. Beginning last December, Moxy is hosting his own one-hour weekly cartoon show, "The Moxy Pirate Show."

Network Profile: Children 2-11. Sample size is still too small to produce stable qualitative audience data.

Commercial Format: 8 national, 2 local minutes/hour; :15-:120.

Cost/Efficiency: Guaranteed, priced competitively with other children's cable.

Research: Reported monthly on households, and quarterly on age-sex and NAD demographics.

S&SA Opinion: Far from being a retread graveyard, The Cartoon Network is zestfully plunging into original development, especially with new animation technologies. In kids TV, as in all else, to the gutsy belong the spoils, and Cartoon already looks like a winner.

Comedy Central (COM)

Description: Twenty-four hour comedy network.

Launch Date: April 1, 1991.

Ownership: Home Box Office (subsidiary of Time Warner) and Viacom.

Distribution: Galaxy I and Galaxy III (West Coast); 28.1MM subscribers, or 30% of U.S. TV households; 34% growth vs. '91/'92.

Programming: COM began broadcasting its new line-up in July, 1993, with 60% original programming. Hits include the cult favorite "Mystery Science Theatre 3000" and "Short Attention Span Theatre." Stand-up comedy, a successful benchmark in the programming schedule, remains in "Pepsi's A-List," "London Underground," and "The Big Laff-Off;" and sketch series include "Almost-Live," "The Kids in the Hall," "SCTV," and "Saturday Night Live" repeats. Classic series like "Candid Camera" and "Abbott & Costello" are scheduled fare for COM.

New in 1992 were "The 800 Club," a version of home shopping that was so funny that the Christian Broadcasting Network, which airs "The 700 Club," charged COM with trademark infringement.

The 1992 Presidential campaign led the way for more funny news programming with the addition of the half-hour shows "Reality Check," "Comedy Central News," "All Jokes Aside," and "Politically Incorrect," hosted by Bill Maher and described as "the McLaughlin Group on acid." COM also has its own monthly news magazine show, "Everything You Need to Know."

Promotional opportunities are popular on COM in 3rd and 4th quarter, including such gags as "Cheap Labor Day," where viewers take over to introduce shows, and "MST 3000 Turkey Day," where the very

Comedy Central (COM)

worst turkey movies are broadcast.
Network Profile: People 12-54, residing primarily in suburban areas of the East Central and Southeast regions, in households with children and HHI $40,000+, in which the head of house is professional/managerial and college educated.
Commercial Format: 7 national, 3 local minutes/hour; :10-:120.
Cost/Efficiency: Guaranteed, well below network CPMs.
Research: Measured quarterly on households, age-sex, and NAD demographics.
S&SA Opinion: Comedy Central has proven once again that "live" and "funny" are still two of the best ways to grab audiences in cable and has successfully protected and grown its niche this year.

Country Music Television (CMT)

Description: Twenty-four-hour country music videos and specials.
Launch Date: Ad-supported since January 1, 1989.
Ownership: Opryland USA/Group W Satellite Communications.
Distribution: Galaxy I; 19.7MM subscribers, or 21% of U.S. TV households; 21% growth vs. '91/'92.
Programming: Since its purchase in 1991 by Group W Satellite Communications and Gaylord Broadcasting, CMT has grown from 12 million subscribers to the current total of 20 million, making CMT the fastest-growing cable network. At the same time, CMT completely reformatted its programming goals to strictly play today's hits and break in tomorrow's. As a result, CMT has begun to build a reputation as the place to look for young, up-and-coming country artists.

CMT's all-country music videos, without the use of on-air VJs, have also shown great improvement in the ratings, delivering one of the strongest compositions of young women in cable.

CMT's relationships with country music producers have produced many notable marketing successes. For example, "Achy-Breaky Heart" made its debut on CMT, jump-starting Billy Ray Cyrus' career. CMT has also successfully utilized country music radio stations for cross-promotions, helping to increase awareness of the network among country music fans.
Network Profile: Women 12-54 in C and D county areas of the Southern region, with children under 12 in the home.
Commercial Format: 7 national, 3 local minutes/hour; :10-:120.
Cost/Efficiency: Guaranteed, well below network CPMs.
Research: Reported monthly on households, and quarterly on age-sex and NAD demographic breaks.
S&SA Opinion: Hot, hot, hot: CMT rides the current breakout fad of country music but is likewise susceptible, as is MTV, to fast fades, too. The network needs to go the next step and develop its own branding, personalities, and off-net revenue to survive the inevitable troughs.

Courtroom Television Network (Court TV)

Description: Live courtroom coverage, analyses, and legal programming.
Launch Date: July 1, 1991.
Ownership: American Lawyer Media, L.P./Time Warner/NBC/Cablevision Systems Corp.
Distribution: Satcom C3; 10.7MM subscribers, or 11% of U.S. TV households; 95% growth vs. '91/'92.
Programming: Court TV cut its teeth on one of the most highly publicized, controversial trials of the last few years, the